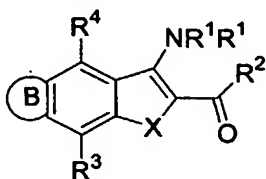
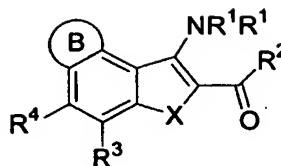


What is claimed is

1. A compound selected from Formula Ia and Formula Ib



Ia



Ib

where

X is O or S;

R<sup>1</sup> is in each instance independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzoyl, and C(O)R<sup>A</sup>;

10 R<sup>A</sup> is in each instance independently H, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, NR<sup>B</sup>R<sup>B</sup>, or (C<sub>1</sub>-C<sub>6</sub>)alkyl, said alkyl being optionally substituted with OH, =O, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, C(O)R<sup>B</sup>, halo and NR<sup>B</sup>R<sup>B</sup>;

R<sup>B</sup> is in each instance independently H, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, and (C<sub>1</sub>-C<sub>6</sub>)alkyl, said alkyl being optionally substituted with

15 OH, =O, halo, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl and phenyl,

and where R<sup>B</sup>, when it is attached to a N atom, is in each instance (C<sub>1</sub>-C<sub>4</sub>)alkyl, then the 2 (C<sub>1</sub>-C<sub>4</sub>)alkyl groups, taken together with the N atom to which they are attached, may be joined together to form a saturated ring,

20 and where R<sup>B</sup> and R<sup>B</sup> together with the N to which they are attached may form a morpholinyl ring or a piperazinyl ring optionally substituted on the available N atom with (C<sub>1</sub>-C<sub>6</sub>)alkyl, said alkyl being optionally substituted with OH, =O, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, and (C<sub>1</sub>-C<sub>6</sub>)alkoxy,

and with the proviso that when R<sup>B</sup> is attached to S(O) or to S(O)<sub>2</sub>, it cannot be H;

25 R<sup>2</sup> is selected from

phenyl and naphthyl, each optionally substituted with 1, 2, or 3 substituents each independently selected from

OH, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, halo, halo(C<sub>1</sub>-C<sub>6</sub>)alkyl, halo(C<sub>1</sub>-C<sub>6</sub>)alkoxy, C(O)R<sup>A</sup>, C(O)NR<sup>B</sup>R<sup>B</sup>, NR<sup>B</sup>R<sup>B</sup>,

$\text{NH}[(\text{C}_1\text{-C}_6)\text{alkyl}]_{0-1}\text{S}(\text{O})_2\text{R}^{\text{B}}$ ,  $\text{NH}[(\text{C}_1\text{-C}_6)\text{alkyl}]_{0-1}\text{C}(\text{O})\text{R}^{\text{A}}$ , and  
 $\text{NH}[(\text{C}_1\text{-C}_6)\text{alkyl}]_{0-1}\text{C}(\text{O})\text{OR}^{\text{B}}$ ,

a heterocycle selected from a six membered heterocycle, a five membered heterocycle and a fused bicyclic heterocycle, each heterocycle being optionally substituted with 1, 2 or 3 substituents each independently selected from

OH, CN,  $\text{NO}_2$ ,  $(\text{C}_1\text{-C}_6)\text{alkyl}$ ,  $(\text{C}_3\text{-C}_6)\text{cycloalkyl}$ ,  $(\text{C}_1\text{-C}_6)\text{alkoxy}$ , halo, halo $(\text{C}_1\text{-C}_6)\text{alkyl}$ , halo $(\text{C}_1\text{-C}_6)\text{alkoxy}$ ,  $\text{C}(\text{O})\text{R}^{\text{A}}$ ,  $\text{C}(\text{O})\text{NR}^{\text{B}}\text{R}^{\text{B}}$ ,  $\text{NR}^{\text{B}}\text{R}^{\text{B}}$ ,  $\text{NH}[(\text{C}_1\text{-C}_6)\text{alkyl}]_{0-1}\text{S}(\text{O})_2\text{R}^{\text{B}}$ ,  $\text{NH}[(\text{C}_1\text{-C}_6)\text{alkyl}]_{0-1}\text{C}(\text{O})\text{R}^{\text{A}}$ , and  
 $\text{NH}[(\text{C}_1\text{-C}_6)\text{alkyl}]_{0-1}\text{C}(\text{O})\text{OR}^{\text{B}}$ ,

$\text{R}^3$  and  $\text{R}^4$  are each independently selected from H, halo, OH, CN,  $(\text{C}_1\text{-C}_3)\text{alkoxy}$ ,  $(\text{C}_1\text{-C}_3)\text{alkyl}$ , halo $(\text{C}_1\text{-C}_3)\text{alkoxy}$  and halo $(\text{C}_1\text{-C}_3)\text{alkyl}$  with the proviso that when X in Formula Ib is S, then  $\text{R}^4$  cannot be  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ;

B is a 5 or 6 membered cyclic moiety being optionally substituted with 1 or 2 substituents each independently selected from =O, OH, N oxide, halo, halo $(\text{C}_1\text{-C}_6)\text{alkyl}$ , halo $(\text{C}_1\text{-C}_6)\text{alkoxy}$ ,  $(\text{C}_1\text{-C}_6)\text{alkyl}$ ,  $(\text{C}_1\text{-C}_3)\text{alkylphenyl}$ ,  $(\text{C}_1\text{-C}_6)\text{alkoxy}$ ,  $\text{C}(\text{O})\text{R}^{\text{A}}$ ,  $\text{C}(\text{O})\text{OR}^{\text{B}}$ ,  $\text{C}(\text{O})\text{NR}^{\text{B}}\text{R}^{\text{B}}$ ,  $\text{NR}^{\text{B}}\text{R}^{\text{B}}$ ,  $\text{NH}[(\text{C}_1\text{-C}_6)\text{alkyl}]_{0-1}\text{S}(\text{O})_2\text{R}^{\text{B}}$ , and  $\text{NH}[(\text{C}_1\text{-C}_6)\text{alkyl}]_{0-1}\text{C}(\text{O})\text{R}^{\text{A}}$ ;  
 or a pharmaceutically acceptable salt or ester thereof.

2. A compound of claim 1 comprising a compound of Formula Ia.

3. A compound of claim 1 comprising a compound of Formula Ib.

4. A compound of claim 2 where  $\text{R}^2$  is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.

5. A compound of claim 2 where at least one  $\text{R}^1$  is H.

6. A compound of claim 2 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

7. A compound of claim 2 where  $\text{R}^2$  is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

8. A compound of claim 6 where  $R^2$  is optionally substituted with 1 or 2 substituents and  $R^3$  and  $R^4$  are each independently selected from H, OH, Cl, F, CN, CH<sub>3</sub>, OCH<sub>3</sub>, CF<sub>3</sub> and OCF<sub>3</sub>.
9. A compound of claim 7 where optionally substituted B, if it were not fused to the core molecule, is saturated.
10. A compound of claim 9 where B is substituted with =O, OH, Cl, F, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, NR<sup>B</sup>R<sup>B</sup>, CF<sub>3</sub> and OCF<sub>3</sub>.
11. A compound of claim 3 where  $R^2$  is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
12. A compound of claim 3 where at least one  $R^1$  is H.
13. A compound of claim 3 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
14. A compound of claim 3 where  $R^2$  is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
15. A compound of claim 13 where  $R^2$  is optionally substituted with 1 or 2 substituents and  $R^3$  and  $R^4$  are each independently selected from H, OH, Cl, F, CN, CH<sub>3</sub>, OCH<sub>3</sub>, CF<sub>3</sub> and OCF<sub>3</sub>.
16. A compound of claim 14 where optionally substituted B, if it were not fused to the core molecule, is saturated.
17. A compound of claim 16 where B is substituted with =O, OH, Cl, F, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, NR<sup>B</sup>R<sup>B</sup>, CF<sub>3</sub> and OCF<sub>3</sub>.
18. A composition comprising a compound of Formula Ia or Formula Ib.
19. A composition of claim 18 comprising a compound of Formula Ia.
20. A composition of claim 18 comprising a compound of Formula Ib.
21. A composition of claim 19 where  $R^2$  is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.

22. A composition of claim 21 where at least one  $R^1$  is H.
23. A composition of claim 21 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
24. A composition of claim 20 where  $R^2$  is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
25. A composition of claim 24 where at least one  $R^1$  is H.
26. A composition of claim 24 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
27. A method of treating or preventing a hyper-proliferative disorder comprising administration to a patient in need thereof of an effective amount of a compound of Formula Ia or Formula Ib.
28. A method of claim 27 comprising a compound of Formula Ia.
29. A method of claim 27 comprising a compound of Formula Ib.
30. A method of claim 28 where  $R^2$  is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
31. A method of claim 29 where  $R^2$  is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.